

Woodinville Farmers Market By-Laws

September 26, 2009

ARTICLE I • Purpose

The purpose of the WOODINVILLE FARMERS MARKET is:

- To create a community sponsored market where Washington state farmers, gardeners, artists, crafts people, food specialists and youth may offer their wares, products and creations for sale.
- To provide the physical area for the market.
- To provide publicity for establishing and perpetuating the market.
- To provide other related services.

ARTICLE II • Definitions

1. LOCAL - The “local” is here defined as the entire state of Washington.
2. SCREENING - The process to evaluate and select new vendors and products.
3. MARKET MANAGER - The individual(s) hired by the board of Directors to administer market policy and other such duties as directed by the Board.

ARTICLE III • Membership

Membership is open to any individual who indicates that he/she will support the Market, has filed an application for membership, been screened, accepted, and paid required fees for the current market year.

1. Members Definition

Members are those persons, having paid their dues, participate in the Market and abide by these by-laws and other guidelines prepared by the Board. They are entitled to all rights and privileges set forth in these by-laws, including but not limited to the right to attend meetings, to vote, and to hold office. The exceptions are noted in G and I below. Membership will normally be composed of:

- A. **Farmers** are those persons who grow all the products they offer for sale at the Market.
- B. **Farmer Commission Vendors** are those farmers who purchase some of their products directly from the local grower and then offer the products for sale.
- C. **Producers** sell products that may have a definite shelf life, such as meat, fish, baked goods, and cut flowers.
- D. **Processors** are those persons who manufacture long shelf life items from products they, or others, have produced.
- E. **Crafters/Artists** produce the products they sell.
- F. **Food Vendors** sell food they prepare at the Market.
- G. **Youth Groups** are involved in supervised community service projects or organizations. Membership is to be approved by the Board. Only one person appointed by the group is a voting member.

- H. **Youth Members** are those vendors under eighteen (18) years of age. Membership dues are waived and booth fees are on a scale based on age. Market Manager must screen and approve products.
- I. **Community Organizations** are non-profit groups whose goods meet one of the Market criteria. Membership is to be approved by the Board. Only one person appointed by the group is a voting member.
- J. **Entertainers** are those persons whose product is theatrical art in nature, e.g.: musicians, storytellers, mimes, small theatre, puppets, etc. No electric amplification allowed.
- K. **Market Friends** are community-oriented persons that are not vendors but participate in supporting Market activities. Up to three board members from this category may be elected or selected to serve on the Board of Directors. (Membership fees for Market Friends serving on the Board shall be waived.)

2. Termination and suspension of vendor membership and/or privileges

- A. Suspension of Privileges – Member privilege to sell at the market is conditioned on compliance with the by-laws and Operating Guidelines. The Market Manager shall issue both verbal and written warning notices of suspension, as well as written notice of suspension. The Board will be informed of all such notices. The member shall have the right to appeal his/her suspension to the Board and should make his/her appeal in writing. The Board will review the appeal in either an in-person or teleconference meeting. The decision of the Board of Directors on that appeal shall be final.
- B. Termination of Membership – Membership in the Market may be terminated by the Board for grievous action detrimental to the Market or its purpose. The member will be notified in writing of the Board’s reasons for termination. The member’s privilege to sell will be revoked upon receipt of this notice. The member shall have the right to appeal their termination within 10 calendar days from the date of the notice. The Board will convene a meeting within 10 days of receipt of member’s notice to appeal and inform the member of the date, time, and place not less than 3 days prior to the meeting. The member shall then have the opportunity to present his/her response in person to the Board. Termination of membership must be by a majority vote of the Board members present at that meeting. The decision of the Board of Directors shall be final.

ARTICLE IV • Meetings of the General Membership

- 1. All meetings will be conducted using Roberts Rules of Order Newly Revised as a general guide.
- 2. **Annual Meeting:** An annual general membership meeting will be held the last Saturday of September at a location to be determined. Business to be conducted at the annual general membership meeting should include:
 - A. A report by the Secretary of any unfinished business from the previous meeting and any business conducted during the year.
 - B. A report by the Treasurer of the financial status of the corporation.
 - C. A report of any standing committees as may properly come before the general membership. (An agenda outlining topics to be presented will be available prior to the meeting.)
 - D. Election of Officers and Members of the Board of Directors to succeed those whose terms have expired and to fill vacancies on the Board. The Nominating Committee shall present the slate for election of new officers of the Board. Additional nominations may be made from the

floor by the membership. The membership shall vote by written ballot. An individual receiving the majority of the votes cast for an office shall be elected to that office. Tie votes between two (2) members for the same office shall be resolved by a flip of a coin.

3. **Special Meetings:** The general membership may be called to a special meeting at anytime and for any purpose by:
 - A. The Board of Directors at a time and place chosen by the President.
 - B. One tenth (1/10) of the members entitled to vote at a general meeting. It shall be the duty of the Secretary, upon request by such members, to call a special meeting of the membership to be held not more than twenty (20) days after receipt of said request. Only those purposes stated on the meeting notice shall be deliberated at a special meeting.
4. **Notice of Meeting:** Each notice of meeting shall state the time, date and place of the meeting to be held. Each notice of the meeting shall state thereon the purpose or purposes for which the meeting is being called. The annual membership meeting notice shall be hand delivered, mailed or emailed, and posted on the web site. The notice shall be delivered/posted not less than ten (10) days nor more than sixty (60) days before the date of the meeting.
5. **Quorum:** Members holding one-fourth (1/4) of the votes entitled to be cast at any meeting, represented in person, shall constitute a quorum. A majority of the votes cast at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.
6. **Proxies:** At any membership meeting, any active member may vote by proxy executed in writing by him/her and delivered to the Board of Directors prior to the meeting. The President shall state the votes cast by the proxy at the same time the votes are counted on each issue.

ARTICLE V • Board of Directors

1. **Powers:** The Board of Directors shall manage the affairs of the Market between annual meetings of the general membership. The Board of Directors shall establish membership criteria, operating guidelines, dues and fees. Voting rights are only extended to Officers and Directors.
2. **Qualifications:** A member of the Board of Directors shall be an active member of the corporation in good standing. In the case of G and I under Article III, Members, their appointed representative is a qualified candidate.
3. **Selection:** Prior to the annual meeting, the President shall appoint a Nominating Committee consisting of one (1) Board Member and two (2) Regular Members. This committee is to prepare a slate of officers and shall prepare a written ballot to be presented to the membership for election. The Nominating Committee shall also prepare a list of those interested in serving as Directors. The officers will select from this list. The Board also may invite local business and civic leaders to serve as a Director or as an advisor to the Board.
4. **Number:** The number of the Board of Directors shall not be less than seven (7) or more than nine (9). Advisors to the Board shall not exceed three (3).
5. **Election and term:** Officers shall be elected by the majority of the membership eligible to vote at the annual meeting. Officers will each hold office for two (2) years. An officer's term shall be set such that the President and Treasurer will be elected together and the Vice President and Secretary will be elected the following year. A Director's term shall be one (1) year. An Advisor's term will be ad hoc.
6. **Attendance at Board Meetings:** Any Board member who misses two regular Board meetings without a reasonable excuse given to the Board Officers may be removed from the Board.
7. **Specific duties:** In addition, but not limited to its managerial duties, the Board of Directors shall perform the following duties:

- A. The Board of Directors shall fill vacancies in any office between meetings of the general membership at its discretion. Trustees so appointed shall serve until the next general election.
 - B. The Board of Directors shall prepare and maintain the Operating Guidelines for the Market. These guidelines shall conform to the policies set forth in these by-laws and will describe the operating rules of the Market to ensure fair and equitable treatment of vendors and customers alike. The guidelines shall be reviewed annually and may be revised by the Board at any time.
 - C. The Board of Directors shall meet at least quarterly. The Board should accomplish the following annually:
 - 1) A review of the last year's business.
 - 2) Annual audit.
 - 3) Plans for the coming year's business.
 - 4) Appointment of committees as required to accomplish the planned business.
 - 5) Such other business as is necessary.
 - D. The Board of Directors is charged with the hearing of grievances and taking action to alleviate such grievances.
 - E. The Board of Directors is charged with hiring a Market Manager and for such other individuals as is necessary for operation of the Market consistent with the by-laws.
 - F. The Board of Directors shall establish committees as needed to conduct the Market business.
 - G. The Board of Directors shall comply with all government regulations affecting the operation of the corporation.
8. **Special Meetings:** Special meetings of the Board of Directors may be convened at any time. Any business may be transacted at a special meeting, with the exception that, only the business specified in the meeting notice may be transacted.
9. **Notice of Meetings:** Notice of time and place of all meetings of the Board of Directors shall be given by the secretary or by the person or persons calling the meeting, by mail, email, or by personal communication at least two (2) days prior to the date on which the meeting is to be held. As an alternative, a conference call may be used when a quorum is available. Written notice of the action is to be mailed or emailed within two (2) days to all Board of Directors.
10. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business. An act approved by the majority of Directors at a meeting at which a quorum is present shall be an act of the Board of Directors.
11. **Action by written consent:** Any corporate action required or permitted by the Articles of Incorporation, the by-laws or the laws of the State of Washington may be taken without a meeting if all the members of the Board consent in writing. The consent shall describe the action to be taken and shall be signed by the members of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as an affirmative vote.
12. **Indemnification of Directors and Officers:** Each Director and Officer, now or hereafter serving the corporation and each person who at the request of, or on behalf of the corporation is serving or hereafter serves as a trustee, director, or officer of any other corporation, whether or not for profit, and his/her respective heirs, executors and personal representatives, shall be indemnified by the corporation against expense actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she made a party to by reason of being or having been such director or officer, except in relation to matters to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance or duties; but such indemnification shall not be deemed exclusive of any other rights

to which such person may be entitled under any by-law, agreement, vote of the Board of Directors, or members or otherwise.

ARTICLE VI • Officers

1. **Officers Enumerated:** The Officers of the corporation shall be a president, a vice president, a secretary, a treasurer, each of who will be elected by the membership and shall serve until their successors are duly elected and qualified.
2. **President:**
 - A. The President shall be a member of the Board of Directors. He/she shall preside at the meetings of the Board of Directors and of the membership.
 - B. The President, together with the Secretary, shall sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation.
 - C. The President (or his/her representative) shall represent the corporation at public meetings, gatherings and other functions requiring such representation.
 - D. The President shall be familiar with the procedures necessary for conducting corporation business. A copy of Roberts Rules of Order, Newly Revised, will be provided by the corporation.
3. **Vice President:**
 - A. The Vice President shall be a member of the Board of Directors.
 - B. The Vice President shall act as President during the absence of the President and shall succeed if the President should become vacant.
 - C. The Vice President shall make periodic reports of his/her activities to the Board of Directors.
4. **Secretary:**
 - A. The Secretary shall be a member of the Board of Directors.
 - B. The Secretary shall keep records of all proceedings of the Board of Directors and general membership.
 - C. The Secretary shall administer the register and keep it current and available at the place designated as the corporate registered office.
 - D. The Secretary shall co-sign, with the President, all deeds, bonds, contracts and other obligations or instruments in the name of the corporation.
 - E. The Secretary shall maintain the corporate records including the historical archives, the originals of the Articles of Incorporation, and all amendments thereto, the corporate by-laws and all current amendments, membership lists, all corporate deeds, bonds, contracts and other records of the corporation.
 - F. The Secretary shall make all books and records, including the current articles, in his/her custody, available to any active member or his/her agent or attorney for any proper purpose at any reasonable time. However, the books and records shall remain in the Secretary's possession at all times.
5. **The Treasurer:**
 - A. The Treasurer shall be a member of the Board of Directors.
 - B. The Treasurer shall have responsibility for all the financial records of the corporation.
 - C. The Treasurer shall ensure records are maintained according to the accepted "standard accounting procedures". The method shall be cash accounting. No "method change" shall be permitted unless specifically authorized by the Board of Directors.
 - D. The Treasurer shall keep a current inventory of all corporation property together with names, addresses and dates when property was bought or sold.

- E. The Treasurer shall verify all deposits and accounting of the Market Manager.
- F. The Treasurer shall prepare and report on the state of the corporate treasury annually and at each quarterly meeting of the Board of Directors and when requested to do so by the President. The Treasurer's report shall show the status of each account, outstanding checks, banking and credit charges and such other financial information as will assist the Board of Directors, the general membership and the President to make informed financial decisions.
- G. The Treasurer shall prepare copies of a preliminary budget to be presented to the Board prior to the beginning of each season. The finalized and approved budget shall be entered into the minutes of the next meeting of the Board of Directors, and shall be incorporated into the accounting system for the current year.

ARTICLE VII• Administrative and Financial Provisions

1. The fiscal year of the corporation shall commence on January 1st of each year.
2. These by-laws may be altered, amended or repealed by a sixty (60) percent majority of the members entitled to vote and present at either a general or special membership meeting.
3. The Market Manager and/or Assistant Manager may or may not be a Market member. But while serving as Market Manager, he/she may not also serve on the Board of Directors. He/she will be expected to attend Board of Directors meetings, as requested.
4. The Market Manager and Assistant Manager shall have the care of the physical Market inventory.
5. The Market Manager will be responsible for collection of all stall fees, payment of bills required to operate the Market, and will maintain business records as directed by the Board.